

## FORM A

### INDIANA FINANCE AUTHORITY ON BEHALF OF THE LOUISVILLE SOUTHERN INDIANA OHIO RIVER BRIDGES JOINT BOARD LSIORB TOLL SERVICES PROJECT INSTRUCTIONS TO PROPOSERS

#### PROPOSAL LETTER

PROPOSER: \_\_\_\_\_

Proposal Date: February 10, 2015

The undersigned (“**Proposer**”) submits this proposal (this “**Proposal**”) in response to that certain Request for Proposals (as amended, the “**RFP**”) issued by the Indiana Finance Authority (“**IFA**”), a body corporate and politic, not a state agency but an independent instrumentality exercising essential public functions, on behalf of the Joint Board, dated May 23, 2014, to provide, operate, maintain, and manage a toll collection system, and provide back office toll collection and customer service, for the Ohio River Bridges Project (the “**Project**”), as more specifically described herein and in the documents provided with the RFP (the “**RFP Documents**”). Initially capitalized terms not otherwise defined herein shall have the meanings set forth in the RFP and the RFP Documents.

The RFP was issued on behalf of the Joint Board (“Joint Board”) established under the Interlocal Cooperation Agreement for the Design, Procurement, Construction, Financing, Tolling, Operation and Maintenance for the Louisville-Southern Indiana Ohio River Bridges Project (as amended from time to time, the “Interlocal”) and the Bi-State Development Agreement (“Development Agreement”) among KYTC, KPTIA, IFA and INDOT (collectively, the “States’ Parties”), which has authorized IFA to undertake this procurement on behalf of the Joint Board and in cooperation with the other States’ Parties.

Subject to the terms below, in consideration for IFA and the Joint Board supplying us, at our request, with the RFP Documents and agreeing to examine and consider this Proposal, the undersigned undertake(s) [jointly and severally] ***[if Proposer team’s equity members have not formed the Proposer entity, then leave in words “jointly and severally...” and delete the brackets. Otherwise delete the entire phrase. The bracketed “jointly and severally...” language applies until a Proposer entity is formed, in which case, it will not apply unless the Contractor is a joint venture or partnership]:***

a) to keep this Proposal open for acceptance initially for 180 days after the Proposal Due Date, without unilaterally varying or amending its terms and without any member or partner withdrawing or any other change being made in the composition of the partnership/joint venture/limited liability company/consortium on whose behalf this Proposal is submitted, without first obtaining the prior written consent of the Joint Board, in its sole discretion; and

b) if this Proposal is accepted, to provide security (including bonds, insurance and letters of credit) for the due performance of the LSIORB Toll Services Agreement (“**Agreement**”) as stipulated in the Agreement and the RFP.

If selected by the Joint Board, Proposer agrees to do the following or to cause the Toll System Provider to do the following: (a) if requested by IFA, on behalf of the Joint Board, in its sole discretion, enter into good faith negotiations with the Joint Board regarding the terms of the Agreement and in accordance with the requirements of the RFP; and (b) perform its obligations as set forth in the ITP and Agreement, including compliance with all commitments contained in this Proposal.

The following individual(s) is/are authorized to enter into negotiations with the Joint Board on behalf of the Proposer and Toll System Provider in connection with this RFP, the Project and the Agreement: \_\_\_\_\_ ***[insert names]***

Enclosed, and by this reference incorporated herein and made a part of this Proposal, are the following:

- Executive Summary
- Technical Proposal, including Proposer Information and Certifications and Documents,
- Price Proposal

Proposer acknowledges receipt of the following Addenda and sets of questions and responses:

Addenda issued:

***[list date of each addendum]***

January 23, 2015

\_\_\_\_\_

Responses issued:

***[list date of each set of responses issued]***

January 23, 2015

\_\_\_\_\_

Proposer certifies that its Proposal is submitted without reservation, qualification, assumptions or conditions (except for any express assumptions specifically and explicitly included in the RFP Documents). Proposer certifies that it has carefully examined and is fully familiar with all of the provisions of all of the RFP Documents, has reviewed all materials posted on the

Website and the FTP Site, the Addenda and responses to questions, and is satisfied that the RFP Documents provide sufficient detail regarding the obligations to be performed by Toll System Provider and do not contain internal inconsistencies, errors or omissions; that it has carefully checked all the words, figures and statements in this Proposal; that it has conducted a Reasonable Investigation in preparing this Proposal; and that it has notified IFA in writing of any deficiencies or errors in or omissions from any RFP Documents or other documents provided by IFA and of any unusual site conditions observed prior to the date hereof.

Proposer represents that all statements made in the Responsibility Information previously delivered to IFA (as amended and resubmitted) are true, correct and accurate as of the date hereof, except as otherwise specified in the enclosed Proposal and Proposal forms. Proposer agrees that such Responsibility Information, except as modified by the enclosed Proposal and Proposal forms, is incorporated as if fully set forth herein.

Proposer understands that the Joint Board is not bound to award the Agreement to the best financial Proposal or any Proposal that IFA, on behalf of the Joint Board, may receive.

Proposer further understands that all costs and expenses incurred by it in preparing this Proposal and participating in the RFP process will be borne solely by the Proposer.

Subject to Proposer's rights under the Public Records Act, Proposer consents to disclosure by IFA and the Joint Board of its Proposal pursuant to Indiana Code 8-15.5-4-6(c) and Indiana Code 8-15.5-4-13 to any Persons, in IFA's sole discretion, after award of the Agreement and execution of the Agreement by the Joint Board and acknowledges and agrees to the provisions and deadlines set forth in ITP Section 1.8.4. Proposer acknowledges and agrees to the disclosure terms of the ITP and that observers and individuals may conduct reviews on behalf of USDOT and FHWA with respect to the successful Proposal. Proposer expressly waives any right to contest such disclosures.

Proposer agrees that none of IFA, the Joint Board or the States' Parties will be responsible for any errors, omissions, inaccuracies, inconsistencies or incomplete statements in this Proposal.

Proposer acknowledges the procurement protest procedures set forth in Section 6 of the ITP and agrees that if it files a protest of this procurement or award of an Agreement hereunder and that protest is denied or is otherwise unsuccessful, shall be liable to IFA for IFA's costs incurred to defend against or resolve the protest, including legal and consultant fees and costs, and any unavoidable damages sustained by IFA and the Joint Board as a consequence of the protest.

This Proposal shall be governed by and construed in all respects according to the laws of the State of Indiana.

Proposer's business address:

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(No.) (Street) (Floor or Suite)

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(City) (State or Province) (ZIP or Postal Code) (Country)

State or Country of Incorporation/Formation/Organization: \_\_\_\_\_

*[insert appropriate signature block from following pages]*

1. Sample signature block for corporation or limited liability company:

*[Insert the proposer's name]*

By: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

2. Sample signature block for consortium, partnership or any other form of joint venture:

*[Insert the proposer's name]*

By: *[Insert general partner's or member's name]*

By: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

*[Add signatures of additional general partners or members as appropriate]*

3. Sample signature block for attorney in fact:

*[Insert the proposer's name]*

By: \_\_\_\_\_

Print Name: \_\_\_\_\_

Attorney in Fact

## **ADDITIONAL INFORMATION TO BE PROVIDED WITH PROPOSAL LETTER:**

- A. If the Proposer is a corporation, enter the state or country of incorporation in addition to the business address. If the Proposer is a partnership, enter the state or country of formation. If the Proposer is a limited liability company, enter the state or country of organization.
- B. Describe in detail the legal structure of the Proposer/Toll System Provider and Equity Members.
1. If Proposer/Toll System Provider/Equity Member is a corporation or includes a corporation as a joint venture member, partner or member, provide articles of incorporation and bylaws for the Proposer/Toll System Provider/Equity Member and each corporation certified by an appropriate individual. If any entity is not yet formed, so state and indicate that these documents will be provided prior to commercial close as required by the ITP.
  2. If Proposer/Toll System Provider/Equity Member is a partnership or includes a partnership as a joint venture member, partner or member, attach full names and addresses of all partners and the equity ownership interest of each entity, provide the incorporation, formation and organizational documentation for the Proposer/Toll System Provider/Equity Member (partnership agreement and certificate of partnership for a partnership, articles of incorporation and bylaws for a corporation, operating agreement for a limited liability company and joint venture agreement for a joint venture) certified by an appropriate individual. If any entity is not yet formed, so state and indicate that these documents will be provided prior to commercial close as required by the ITP.
  3. If Proposer/Toll System Provider/Equity Member is a consortium, joint venture or includes a joint venture as a joint venture member, partner or member, attach full names and addresses of all consortium or joint venture members and the equity ownership interest of each entity, provide the incorporation, formation and organizational documentation for Proposer/Toll System Provider/Equity Member (partnership agreement and certificate of partnership for a partnership, articles of incorporation and bylaws for a corporation, operating agreement for a limited liability company and joint venture agreement for a joint venture) certified by an appropriate individual. If any entity is not yet formed, so state and indicate that these documents will be provided prior to commercial close as required by the ITP.
  4. If Proposer/Toll System Provider/Equity Member is a limited liability company or includes a limited liability company as a joint venture member, partner or member, attach full names and addresses of all members and the equity ownership interest of each entity, provide the incorporation, formation and organizational documentation for Proposer/Toll System Provider/Equity Member (partnership agreement and certificate of partnership for a partnership, articles of

incorporation and bylaws for a corporation, operating agreement for a limited liability company and joint venture) certified by an appropriate individual. Attach evidence to the Proposal Letter, in respect of the Proposal, and to each letter required under the Proposal Letter that the person signing has authority to do so. If any entity is not yet formed, so state and indicate that these documents will be provided prior to commercial close as required by the ITP. For purposes of clarity, Proposer may append to the Proposal Letter a letter from each person signing the Proposal that such person has the authority to do so, which shall suffice for the purposes of the requirements set forth in this Section B.4.

For purposes of this Section B, the term “organizational documentation” in respect of an Equity Member shall mean such entity’s certificate of formation/articles of incorporation/certificate of partnership/joint venture agreement, or equivalent charter documentation; provided, further, that such entity shall provide its partnership agreement/operating agreement/bylaws/equivalent joint venture or investment fund internal governing organizational documentation prior to commercial close as required by the ITP.

- C. With respect to authorization of execution and delivery of the Proposal and validity thereof, if Proposer is a corporation, it shall provide evidence in the form of a resolution of its governing body certified by an appropriate officer of the corporation. If Proposer is a partnership, such evidence shall be in the form of a partnership resolution and a general partner resolution (as to each general partner) providing such authorization, in each case, certified by an appropriate officer of the general partner. If Proposer is a limited liability company, such evidence shall be in the form of a limited liability company resolution and a managing member(s) resolution providing such authorization, certified by an appropriate officer of the managing member(s). If there is no managing member, each member shall provide the foregoing information. If Proposer is a consortium or other form of joint venture, such evidence shall be in the form of a resolution of each consortium or joint venture member, certified by an appropriate officer of such consortium or joint venture member. If Proposer is a consortium, joint venture or a partnership, the Proposal must be executed by all consortium or joint venture members or all general partners, as applicable. If the form used for authorization is other than a resolution, as described above, Proposer shall provide such other authorization document as is acceptable to the Joint Board, in its sole discretion.
- D. Toll System Provider’s partnership agreement, limited liability company operating agreement, charter or joint venture agreement, as applicable, must include an express provision satisfactory to the Joint Board, in its sole discretion, stating that, in the event of a dispute between or among joint venture members, partners, members or shareholders, as applicable, no joint venture member, partner, member or shareholder, as applicable, shall be entitled to stop, hinder or delay work on the Project. Proposers should submit the applicable agreement to IFA and identify on a cover page where in the agreement the provision can be found. If Toll System Provider is not yet formed, provide draft organizational documents and indicate where the provision is found.

**FORM B-1**

**IDENTIFICATION OF PROPOSER AND EQUITY MEMBERS**

<b>NAME OF ENTITY AND CONTACT INFORMATION (address, representative, phone, fax, e- mail)</b>	<b>ROLE OF ENTITY IN PROPOSER ORGANIZATION</b>	<b>Indiana and Kentucky Contractor Licenses (if applicable)</b>	<b>Description of Work/Services To Be Performed By Entity (if applicable)</b>

The above information is true, correct and accurate.

Executed \_\_\_\_\_, 2015.

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Name Printed)

\_\_\_\_\_  
(Title)

\_\_\_\_\_  
(Proposer)



## **FORM B-2**

### **INFORMATION ABOUT PROPOSER ORGANIZATION**

1.0 Name of Proposer: \_\_\_\_\_  
Name of team member \_\_\_\_\_

2.0 Type of entity: Proposer: \_\_\_\_\_  
Team member: \_\_\_\_\_

3.0 Proposer's address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
Telephone

\_\_\_\_\_  
Facsimile

4.0 How many years (measured from the date of issuance of the RFP) has Proposer, each Equity Member and each Major Subcontractor been in its current line of business and how many years (measured from the date of issuance of the RFP) has each entity been in business under its present name?

Name	No. of years in business	No. of years under present name

- 5.0 Under what other or former names have Proposer, Equity Members and Major Subcontractors operated?

Proposer: \_\_\_\_\_

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- 6.0 Proposer shall list below any Key Personnel and other key staff members and their relevant experience that have been approved by the Joint Board since the submission of Key Personnel under the ITP. Except as updated by the following information, Proposer's Responsibility Information is hereby incorporated as if set forth in full and Proposer represents and warrants to the Joint Board that the information set forth in the Responsibility Information, except as set forth herein, is true, complete and accurate in all respects and does not contain any misleading or incorrect information or omit to state a material fact necessary in order to make the information not misleading. Attach separate sheets if necessary.

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- 7.0 List all Indiana and Kentucky licenses held by Proposer, any Equity Member and each Major Subcontractor. Attach copies of all Indiana and Kentucky licenses. Attach a separate sheet if necessary.

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- 8.0 The Proposal shall include the following information regarding the Surety/Bonding companies or banking institutions committing to provide the Payment and Performance Bonds in accordance with Section 8 of the Agreement:

- (a) Name and address of bonding company(ies) that will provide the surety bonds required by the Agreement (must be an Eligible Surety)

- (b) Whether or not the listed bonding company has defaulted on any obligation within the past ten years (measured from the date of issuance of the RFP), and, if so, a description and details of the circumstances and the outcome of such default.

I declare under penalty of perjury under the laws of the State of Indiana that the foregoing declaration is true, correct and accurate.

Executed \_\_\_\_\_, 2015

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Name Printed)

\_\_\_\_\_  
(Title)

\_\_\_\_\_  
(Proposer)

**FORM B-3**

**INFORMATION ABOUT MAJOR SUBCONTRACTORS AND IDENTIFIED  
SUBCONTRACTORS**

Proposer Name \_\_\_\_\_

<b>Name of Entity and Contact Information (address, representative, phone, fax, e-mail)</b>	<b>Address of Head Office</b>	<b>Indiana and/or Kentucky Contractor License (if applicable)</b>	<b>Description of Work/Services To Be Performed By Entity (if applicable)</b>	<b>Identified Subcontract or(Y/N)</b>

If any Subcontractor identified above is a single purpose entity formed for the Project, complete the following matrix for each such single purpose entity:

<b>Name of Subcontractor</b>	<b>Form of Entity (partnership, joint venture, LLC, corporation, etc.)</b>	<b>Entities with Ownership Interest</b>	<b>Percentage of Ownership Interest</b>
Ex: Contractor AB, JV	Joint venture	Contractor A	60%
		Contractor B	40%

Add additional sheet(s) as necessary.

The undersigned Proposer hereby certifies that it has not entered into any substantive negotiations resulting in an agreement to enter into any Subcontracts with respect to the Project, except for those listed above. Proposer agrees that it will follow applicable Contract Documents requirements with respect to Subcontractors.

I declare under penalty of perjury under the laws of the State of Indiana that the foregoing declaration is true, correct and accurate.

Executed \_\_\_\_\_, 2015.

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Name Printed)

\_\_\_\_\_  
(Title)

\_\_\_\_\_  
(Proposer)

## FORM C

### **RESPONSIBLE PROPOSER, EQUITY MEMBER, MAJOR SUBCONTRACTOR, AND FINANCIALLY RESPONSIBLE PARTY QUESTIONNAIRE**

PROPOSER'S NAME: \_\_\_\_\_

NAME OF ENTITY ON WHOSE BEHALF FORM IS PROVIDED: \_\_\_\_\_

#### 1. Questions

Proposer/Equity Member/Major Subcontractor/Financially Responsible Party shall respond either "yes" or "no" to each of the following questions. If the response is "yes" to any question(s), a detailed explanation of the circumstances shall be provided in the space following the questions. Proposer/Equity Member/Major Subcontractor/Financially Responsible Party shall attach additional documentation as necessary to fully explain said circumstances. Failure to either respond to the questions or provide adequate explanations may preclude consideration of the proposal and require its rejection.

The term "**affiliate**" means parent companies at any tier, subsidiary companies at any tier, entities under common ownership, joint ventures and partnerships involving such entities (but only as to activities of joint ventures and partnerships involving the Proposer, any Equity Member, any Major Subcontractor or Financially Responsible Party as a joint venturer or partner and not to activities of other joint venturers or partners not involving the Proposer, any Equity Member, any Major Subcontractor or Financially Responsible Party), and other financially liable or responsible parties for the entity, that within the past five years (measured from the date of issuance of the RFP) have engaged in business or investment in North America. The information sought for affiliates is limited to the projects and matters that have occurred within the past five years (measured from the date of issuance of the RFP) in North America.

Within the past ten years (measured from the date of issuance of the RFP), has the identified entity, any affiliate, or any officer, director, responsible managing officer or responsible managing employee of such entity or affiliate who has a proprietary interest in such entity:

- a) Been disqualified, removed, debarred or suspended from performing work for the federal government, any state or local government, or any foreign governmental entity?

If yes, please explain the circumstances. If no, so state.

Yes \_\_\_\_ No \_\_\_\_

- b) Been convicted by a court of competent jurisdiction of any criminal charge of fraud, bribery, collusion, conspiracy or any act in violation of state, federal or

foreign antitrust law in connection with the bidding or proposing upon, award of or performance of any public works contract with any public entity?

If yes, please explain the circumstances. If no, so state.

Yes \_\_\_\_ No \_\_\_\_

- c) Had filed against it, him or her, any criminal complaint, indictment or information alleging fraud, bribery, collusion, conspiracy or any action in violation of state or federal antitrust law in connection with the bidding or proposing upon, award of or performance of any public works contract with any public entity?

If yes, please explain the circumstances. If no, so state.

Yes \_\_\_\_ No \_\_\_\_

- d) Had filed against it, him or her, any civil complaint (including but not limited to a cross-complaint) or other claim arising out of a public works contract, alleging fraud, bribery, collusion, conspiracy or any act in violation of state or federal antitrust law in connection with the bidding or proposing upon, award of or performance of any public works contract with any public entity?

If yes, please explain the circumstances. If no, so state.

Yes \_\_\_\_ No \_\_\_\_

- e) Been found, adjudicated or determined by any federal or state court or agency (including, but not limited to, the Equal Employment Opportunity Commission, the Office of Federal Contract Compliance Programs and any applicable Indiana governmental agency) to have violated any laws or Executive Orders relating to employment discrimination or affirmative action, including but not limited to Title VII of the Civil Rights Act of 1964, as amended (42 U.S.C. Sections 2000e et seq.); the Equal Pay Act (29 U.S.C. Section 206(d)); and any applicable or similar Indiana law.

If yes, please explain the circumstances. If no, so state.

Yes \_\_\_\_ No \_\_\_\_

- f) Been found, adjudicated, or determined by any state court, state administrative agency, including, but not limited to, the Indiana Department of Labor and Workforce Development, federal court or federal agency, to have violated or failed to comply with any law or regulation of the United States or any state governing prevailing wages (including but not limited to payment for health and welfare, pension, vacation, travel time, subsistence, apprenticeship or other training, or other fringe benefits) or overtime compensation?

If yes, please explain the circumstances. If no, so state.

Yes \_\_\_\_ No \_\_\_\_

- g) Been convicted of violating a state or federal law respecting the employment of undocumented aliens?

If yes, please explain the circumstances. If no, so state.

Yes \_\_\_\_ No \_\_\_\_

- h) Been indicted or convicted of any other felony or serious misdemeanor?

If yes, please explain the circumstances. If no, so state.

Yes \_\_\_\_ No \_\_\_\_

- i) Been found liable in a civil suit or found guilty in a criminal action for making any false claim or other material misrepresentation to a public entity?

If yes, please explain the circumstances. If no, so state.

Yes \_\_\_\_ No \_\_\_\_

- j) Performed or managed a construction project that involved repeated or multiple failures to comply with safety rules, regulations, or requirements?

If yes, please explain the circumstances. If no, so state.

Yes \_\_\_\_ No \_\_\_\_

- k) If not previously answered or included in a prior response on this form, been involved in any proceeding, claim, matter, suit, indictment, etc. currently pending against the firm that could result in the firm being found liable, guilty or in violation of the matters referenced above and/or subject to debarment, suspension, removal or disqualification by the federal government, any state or local government, or any foreign governmental entity?

If yes, please explain the circumstances. If no, so state.

Yes \_\_\_\_ No \_\_\_\_

Explain the circumstances underlying any "yes" answers for the aforementioned questions on separate sheets attached hereto.



2. Verification / Declaration

I declare under penalty of perjury under the laws of the State of Indiana that the foregoing declaration is true, correct and accurate.

Executed \_\_\_\_\_, 2015.

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Name Printed)

\_\_\_\_\_  
(Title)

\_\_\_\_\_  
(Name of Organization)

**FORM D**

**NON-COLLUSION AFFIDAVIT**

STATE OF \_\_\_\_\_ )  
 )SS:  
COUNTY OF \_\_\_\_\_ )

Each of the undersigned, being first duly sworn, deposes and says that:

- A. \_\_\_\_\_ is the \_\_\_\_\_ of \_\_\_\_\_ and \_\_\_\_\_ is the \_\_\_\_\_ of \_\_\_\_\_, which entity(ies) are the \_\_\_\_\_ of \_\_\_\_\_, the entity making the foregoing Proposal.
- B. The Proposal is not made in the interest of, or on behalf of, any undisclosed person, partnership, company, association, organization, joint venture, limited liability company or corporation; the Proposal is genuine and not collusive or sham; the Proposer has not directly or indirectly induced or solicited any other Proposer to put in a false or sham Proposal, and has not directly or indirectly colluded, conspired, connived or agreed with any Proposer or anyone else to put in a sham Proposal or that anyone shall refrain from proposing; Proposer has not in any manner, directly or indirectly, sought by agreement, communication or conference with anyone to fix the prices of Proposer or any other Proposer, or to fix any overhead, profit or cost element (including the Contract Price or its components) included in the Proposal, or of that of any other Proposer, or to secure any advantage against the Joint Board or anyone interested in the proposed agreement; all statements contained in the Proposal are true; and, further, Proposer has not, directly or indirectly, submitted its prices or any breakdown thereof, or the contents thereof, or divulged information or data relative thereto, or paid, and will not pay, any fee to any corporation, partnership, company, association, joint venture, limited liability company, organization, Proposal depository or any member, partner, joint venture member or agent thereof to effectuate a collusive or sham Proposal.
- C. Proposer will not, directly or indirectly, divulge information or data regarding the price or other terms of its Proposal to any other Proposer, or seek to obtain information or data regarding the price or other terms of any other Proposal, until after award of the Agreement or rejection of all Proposals and cancellation of the RFP.

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Name Printed)

\_\_\_\_\_  
(Title)

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Name Printed)

\_\_\_\_\_  
(Title)

Subscribed and sworn to before me this \_\_\_\_ day of \_\_\_\_\_, 2015.

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Notary Public in and for  
said County and State

[Seal]

My commission expires: \_\_\_\_\_.

*[Duplicate or modify this form as necessary so that it accurately describes (i) the entity making the Proposal and so that it is signed by and on behalf of all partners, members, joint venture members, and (ii) Equity Members of the Proposer.]*

**FORM E**

**BUY AMERICA CERTIFICATION**

**(To be signed by authorized signatory(ies) of Proposer)**

The undersigned Proposer hereby certifies on behalf of itself and all contractors (at all tiers) the following with regard to the Project:

- a. Proposer shall comply with the Federal Highway Administration ("FHWA") Buy America Requirements of 23 CFR 635.410, which permits FHWA participation in the Agreement only if domestic steel and iron will be used on the Project. To be considered domestic, all steel and iron used and all products manufactured from steel and iron must be produced in the United States and all manufacturing processes, including application of a coating, for these materials must occur in the United States. Coating includes all processes that protect or enhance the value of the material to which the coating is applied. This requirement does not preclude a minimal use of foreign steel and iron materials, provided the cost of such materials does not exceed 0.1% of the design-build contract price.
- b. A false certification is a criminal act in violation of 18 U.S.C. 1001. Should this Agreement be investigated, Proposer has the burden of proof to establish that it is in compliance.
- c. At Proposer's request, the Joint Board may, but is not obligated to, seek a waiver of Buy America requirements if grounds for the waiver exist. However, Proposer certifies that it will comply with the applicable Buy America requirements if a waiver of those requirements is not available or not pursued by the Joint Board.

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

Proposer's Name: \_\_\_\_\_

## **FORM F**

### **CONFLICT OF INTEREST DISCLOSURE STATEMENT**

Proposer's and the Proposer team's (including the Proposer, Toll System Provider, Equity Members, Major Subcontractors, Financially Responsible Parties, proposed consultants and proposed Subcontractors, and their respective chief executives, directors, and key project personnel) attention is directed to 23 CFR Part 636, Subpart A and in particular to Subsection 636.116 regarding organizational conflicts of interest. Section 636.103 defines "organizational conflict of interest" as follows:

Organizational conflict of interest means that because of other activities or relationships with other persons, a person is unable or potentially unable to render impartial assistance or advice to the owner, or the person's objectivity in performing the contract work is or might be otherwise impaired, or a person has an unfair competitive advantage.

Proposers and their team members are advised that in accordance with Section 2.8.2 of the Instructions to Proposers, certain firms will not be allowed to participate on any Proposer's team for the Project because of their work with IFA, the Joint Board or any States' Party in connection with the Project procurement and document preparation.

#### **1. Disclosure Pursuant to Section 636.116(2)(v)**

In the space provided below, and on supplemental sheets as necessary, identify all relevant facts relating to past, present, or planned interest(s) of the Proposer's team (including the Proposer, Toll System Provider, Equity Members, Major Subcontractors, Financially Responsible Parties, proposed consultants and proposed Subcontractors, and their respective chief executives, directors, and key project personnel) which may result, or could be viewed as, an organizational conflict of interest in connection with this RFP. If no disclosure is necessary, indicate "None".

Proposer and its team members should disclose (a) any current contractual relationships with IFA, the Joint Board and the other States' Parties; (b) any past, present, or planned contractual or employment relationships with any member, officer, or employee of IFA, the Joint Board and the other States' Parties; and (c) any other circumstances that might be considered to create a financial interest in the contract by any member, officer, or employee of IFA, the Joint Board and the other States' Parties if Proposer is awarded the contract. Proposer and its team members should also disclose matters such as ownership of 10% or more of the stock of, or having directors in common with, any of the RFP preparers and any entity listed in Section 2.8.2 of the Instructions to Proposers. Proposer and its team members should also disclose contractual relationships with an RFP preparer or any entity listed in Section 2.8.2 of the Instructions to Proposers in the nature of a joint venture, as well as relationships wherein the RFP preparer or

any entity listed in Section 2.8.2 of the Instructions to Proposers is a contractor or consultant (or subcontractor or subconsultant) to Proposer or a member of Proposer's team. The foregoing is provided by way of example, and shall not constitute a limitation on the disclosure obligations.

**2. Explanation**

In the space provided below, and on supplemental sheets as necessary, identify steps that have been or will be taken to avoid, neutralize, or mitigate any organizational conflicts of interest described herein.

**3. Certification**

The undersigned hereby certifies that, to the best of his or her knowledge and belief, no interest exists that is required to be disclosed in this Conflict of Interest Disclosure Statement, other than as disclosed above.

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Signature

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Name

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Title

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Company Name

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\_\_\_\_\_, 2015  
Date

**FORM G**

**PRICE FORMS**

**[SEE ATTACHED FILE]**



**FORM H**

**EQUAL EMPLOYMENT OPPORTUNITY CERTIFICATION**

*[To be executed by the Proposer, Equity Members, and proposed Major Subcontractors]*

The undersigned certifies on behalf of \_\_\_\_\_, that:  
*(Name of entity making certification)*

*[check one of the following boxes]*

- ☐ It has developed and has on file at each establishment affirmative action programs pursuant to 41 CFR Part 60-2 (Affirmative Action Programs).
- ☐ It is not subject to the requirements to develop an affirmative action program under 41 CFR Part 60-2 (Affirmative Action Programs).

*[check one of the following boxes]*

- ☐ It has not participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246.
- ☐ It has participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246 and, where required, it has filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance, a Federal Government contracting or administering agency, or the former President's Committee on Equal Employment Opportunity, all reports due under the applicable filing requirements.

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

If not Proposer, relationship to Proposer: \_\_\_\_\_

Note: The above certification is required by the Equal Employment Opportunity Regulations of the Secretary of Labor (41 CFR 60-1.7(b)(1)), and must be submitted by Proposers only in connection with contracts which are subject to the equal opportunity clause. Contracts that are exempt from the equal opportunity clause are set forth in 41 CFR 60-1.5. (Generally, only contracts of \$10,000 or under are exempt.)

Currently, Standard Form 100 (EEO-1) is the only report required by Executive Orders or their implementing regulations.

Proposers, Equity Members, Major Non-Equity Members or proposed Major Subcontractors who have participated in a previous contract subject to the Executive Orders and have not filed the required reports should note that 41 CFR 60-1.7(b)(1) prevents the award of contracts and subcontracts unless such contractor submits a report covering the delinquent period or such other period specified by the Federal Highway Administration or by the Director, Office of Federal Contract Compliance, U.S. Department of Labor.

## **FORM I**

### **USE OF CONTRACT FUNDS FOR LOBBYING CERTIFICATION**

The undersigned Proposer \_\_\_\_ Equity Member \_\_\_\_ proposed Subcontractor \_\_\_\_ certifies on behalf of itself the following:

1. The undersigned certifies, to the best of its knowledge and belief, that:
  - a. No federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or cooperative agreement.
  - b. If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with any federal contract, grant, loan, or cooperative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions, and shall include a copy of said form in its proposal or bid, or submit it with the executed Agreement or Subcontract.
2. This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.
3. The undersigned shall require that the language of this certification be included in all lower tier subcontracts which exceed \$100,000 and that all such recipients shall certify and disclose accordingly.
4. The undersigned certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the undersigned understands and agrees that the provisions of 31 U.S.C. §3801, et seq., apply to this certification and disclosure, if any.

[Note: Pursuant to 31 U.S.C. §1352(c)(1)-(2)(A), any person who makes a prohibited expenditure or fails to file or amend a required certification or disclosure form shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each expenditure or failure.]

Date: \_\_\_\_\_

Firm/Entity: \_\_\_\_\_

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

Proposer: \_\_\_\_\_

*[Copy this form and modify as needed for execution by Proposer, Equity Members, Major Subcontractors, and all proposed Subcontractors]*

## **FORM J**

### **DEBARMENT AND SUSPENSION CERTIFICATION**

The undersigned Proposer certifies on behalf of itself and all Equity Members, joint venturers, Subcontractors and Financially Responsible Parties the following:

The undersigned certifies to the best of its knowledge and belief, that none of the foregoing entities or their respective principals:

- a. Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions by any federal department or agency;
- b. Have not within a 3-year period preceding this Proposal been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; violation of federal or state antitrust statutes or commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, or receiving stolen property;
- c. Are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (federal, state or local) with commission of any of the offenses enumerated in paragraph 1b of this certification; and
- d. Have not within a 3-year period preceding this application/proposal had one or more public transactions (federal, state or local) terminated for cause or default.

Where Proposer is unable to certify to any of the statements in this certification, it shall attach a certification to its Proposal or bid stating that it is unable to provide the certification and explaining the reasons for such inability.

Date: \_\_\_\_\_

Proposer: \_\_\_\_\_

Signature: \_\_\_\_\_

Title: \_\_\_\_\_

**FORM K**

**TECHNICAL RESPONSE FORM**

**[SEE ATTACHED FILE]**

**FORM L**  
**GUARANTOR COMMITMENT LETTER**

[\_\_\_\_\_, 2015]

Indiana Finance Authority  
Joint Board  
One North Capitol Avenue, Suite 900  
Indianapolis, IN 46204  
Attention: Silvia Perez

RE: GUARANTOR COMMITMENT TO PROVIDE PARENT GUARANTY FOR  
TOLL SERVICES FOR THE LOUISVILLE-SOUTHERN INDIANA OHIO RIVER  
BRIDGES PROJECT

Dear Ms. Perez:

\_\_\_\_\_ ***[Insert name of entity providing the guaranty]***, hereinafter "Guarantor," is  
\_\_\_\_\_ ***[describe relationship to Proposer]***. This commitment letter is provided on  
behalf of \_\_\_\_\_ ***[insert name of Proposer]*** in connection with its proposal for the  
\_\_\_\_\_ Agreement ("Agreement") to provide, operate, maintain, and manage an all-  
electronic open road toll collection system, and provide back office toll collection and customer  
service, for the three (3) bridges comprising the Ohio River Bridges Project defined herein (the  
"Project"). Guarantor hereby irrevocably agrees to provide a guaranty, guaranteeing all the  
obligations of Toll System Provider with respect to the Agreement in the form of Exhibit Z of  
the Agreement. This commitment is subject only to award and execution of the Agreement by  
the Joint Board.

Sincerely,

\_\_\_\_\_  
[Title]

[Attach evidence of authorization of the signatory to the letter, which may include a Power of Attorney signed by an authorized individual of the entity or other authority, as evidenced by the partnership agreement, joint venture agreement, corporate charter, bylaws or resolution.]

**FORM M**  
**RFP COMMENT FORM**

Proposer: \_\_\_\_\_

Comment Sheet\_ of \_\_\_\_\_ Sheets

No.	Document and Section Number	Category (1, 2, 3, 4)	Comment(s)	Reserved for IFA Response



**FORM N**  
**AFFIDAVIT FOR BIDDERS**

Solicitation/Contract #: \_\_\_\_\_

**REQUIRED AFFIDAVIT FOR BIDDERS, OFFERORS AND CONTRACTORS**

**FOR BIDS AND CONTRACTS IN GENERAL:**

- I. Each bidder or offeror swears and affirms under penalty of perjury, that:
- a. In accordance with [KRS 45A.110](#) and [KRS 45A.115](#), neither the bidder or offeror as defined in [KRS 45A.070\(6\)](#), nor the entity which he/she represents, has knowingly violated any provisions of the campaign finance laws of the Commonwealth of Kentucky; and the award of a contract to the bidder or offeror or the entity which he/she represents will not violate any provisions of the campaign finance laws of the Commonwealth.
  - b. The bidder or offeror swears and affirms under penalty of perjury that, to the extent required by Kentucky law, the entity bidding, and all subcontractors therein, are aware of the requirements and penalties outlined in [KRS 45A.485](#); have properly disclosed all information required by this statute; and will continue to comply with such requirements for the duration of any contract awarded.
  - c. The bidder or offeror swears and affirms under penalty of perjury that, to the extent required by Kentucky law, the entity bidding, and its affiliates, are duly registered with the Kentucky Department of Revenue to collect and remit the sales and use tax imposed by [KRS Chapter 139](#), and will remain registered for the duration of any contract awarded.
  - d. The bidder or offeror swears and affirms under penalty of perjury that the entity bidding is not delinquent on any state taxes or fees owed to the Commonwealth of Kentucky and will remain in good standing for the duration of any contract awarded.

**FOR “NON-BID” CONTRACTS (I.E. SOLE-SOURCE; NOT-PRACTICAL OR FEASIBLE TO BID; OR EMERGENCY CONTRACTS, ETC):**

- II. Each contractor further swears and affirms under penalty of perjury, that:
- a. In accordance with [KRS 121.056](#), and if this is a non-bid contract, neither the contractor, nor any member of his/her immediate family having an interest of 10% or more in any business entity involved in the performance of any contract awarded, have contributed more than the amount specified in [KRS 121.150](#) to the campaign of the gubernatorial slate elected in the election last preceding the date of contract award.
  - b. In accordance with [KRS 121.330\(1\) and \(2\)](#), and if this is a non-bid contract, neither the contractor, nor officers or employees of the contractor or any entity affiliated with the contractor, nor the spouses of officers or employees of the contractor or any entity affiliated

with the contractor, have knowingly contributed more than \$5,000 in aggregate to the campaign of a candidate elected in the election last preceding the date of contract award that has jurisdiction over this contract award.

- c. In accordance with [KRS 121.330\(3\) and \(4\)](#), and if this is a non-bid contract, to the best of his/her knowledge, neither the contractor, nor any member of his/her immediate family, his/her employer, or his/her employees, or any entity affiliated with any of these entities or individuals, have directly solicited contributions in excess of \$30,000 in the aggregate for the campaign of a candidate elected in the election last preceding the date of contract award that has jurisdiction over this contract.

As a duly authorized representative for the bidder, offeror, or contractor, I have fully informed myself regarding the accuracy of all statements made in this affidavit, and acknowledge that the Commonwealth is reasonably relying upon these statements, in making a decision for contract award and any failure to accurately disclose such information may result in contract termination, repayment of funds and other available remedies under law.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Title

\_\_\_\_\_  
Date

Company Name

Address

Subscribed and sworn to before me by

\_\_\_\_\_  
(Affiant)

\_\_\_\_\_  
(Title)

of \_\_\_\_\_ this \_\_\_\_ day of \_\_\_\_\_, 2015\_.  
(Company Name)

\_\_\_\_\_  
Notary Public

[seal of notary]

My commission expires: \_\_\_\_\_

## FORM O

### PROJECT DESCRIPTION FORM

Proposers should select up to three (3) projects and provide the information below. Please note that if a portion of the questions are not applicable to the project selected, please indicate with "N/A" and why it is not applicable.

<b>Project 1</b>	
Project Name	
Project Description	
Type of Project (BOS, Roadside, CSC, Ops, O&M, Equipment only)	
Client Name	
Client Contact Person	
Client Phone Number	
Client Email Address	
Award Date	
Status of Project	
Project Award Contract Value	
Current Contract Value	
Contracted Delivery Date	
On Schedule (Yes or No)	
In no, explain briefly	

<b>Number of Accounts</b>			
Prepaid			
Post Paid			
<b>Lanes</b>			
Contract Value of Installed Equipment Lanes	Number of Tolled Equipment Lanes		
Contract Value of Roadside O&M	Number of Equipment Lanes Installed by Entity		
Number of Lanes			

Operated and Maintained by your firm			
<b>Equipment</b>			
Contract Value of Equipment (if supplied by your firm)		Type	Protocol(s) if applicable
Transponder			
Reader			
Automatic Vehicle Classification System			
Camera			
<b>Customer Service Center (CSC)</b>	<b>Value of Number</b>		
Contract Value of CSC Startup			
Contract Value of CSC Annual Operations			
Number of CSRs (include supervisors) provided by entity			
Number of Image Reviewers provided by entity			
Total Number of Staff supplied by entity			
<b>Back Office System</b>		<b>Yes/No</b>	
Contract Value of BOS		N/A	
Integrate with 3 <sup>rd</sup> Party System			
Integrate with your firms System			
<b>Violations Processing</b>	<b>Value or Number</b>	<b>Yes/No</b>	
Contract Value of Violations Processing		N/A	
# of Violations (front and rear image(s) considered as one			
Integrated with entity's collection system? (Yes or No)			